

SAUL CENTERS INC
Form 4
August 21, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNEIDER SCOTT V

(Last) (First) (Middle)
7501 WISCONSIN AVENUE, 15TH FLOOR
(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SAUL CENTERS INC [BFS]

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President-CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares				(A) Amount Price	490.747 ⁽¹⁾	I	Child-Eric
Common Shares				(A) Amount Price	490.747 ⁽¹⁾	I	Child-Carson
Common Shares				(A) Amount Price	523.974 ⁽¹⁾	I	Child-Clara
Common Shares				(A) Amount Price	511.723 ⁽¹⁾	I	Child-Lindsey
Series C Preferred Stock				(A) Amount Price	3,000	D	

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Common Shares						7,953.9	I ⁽²⁾	401K
Common Shares	08/19/2014		M	1,275	A	\$ 33.22	9,672.38	D
Common Shares	08/19/2014		S	1,275	D	\$ 50.09	8,397.38	D
Common Shares	08/21/2014		M	725	A	\$ 33.22	9,122.38	D
Common Shares	08/21/2014		S	725	D	\$ 50.4	8,397.38	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 33.22	08/19/2014		M	1,275	05/06/2006 ⁽³⁾ 05/06/2015	Common Stock	1,275
Employee Stock Option	\$ 33.22	08/21/2014		M	725	05/06/2006 ⁽⁴⁾ 05/06/2015	Common Stock	725
Employee Stock Option	\$ 54.17					04/27/2008 ⁽³⁾ 04/27/2017	Common Stock	15,000
Employee Stock Option	\$ 41.82					05/13/2011 ⁽³⁾ 05/13/2021	Common Stock	15,000
Employee Stock	\$ 39.29					05/04/2012 ⁽³⁾ 05/04/2022	Common Stock	15,000

